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BASIC AMENDMENT

ACCENTIA BIOPHARMACEUTICALS, INC.

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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ACCENTIA BIOPHARMACEUTICALS, INC.**

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), Accentia Biopharmaceuticals, Inc., a Florida corporation (the "Corporation"), hereby certifies that

FIRST: This Corporation is named Accentia Biopharmaceuticals, Inc. and was originally incorporated in the State of Florida on March 26, 2002, and the Corporation hereby adopts these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation filed on May 16, 2005, as further amended on June 2, 2005.

SECOND: The amendment set forth below to the Amended and Restated Articles of Incorporation of the Corporation has been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. The amendment was duly approved by the Board of Directors pursuant to a unanimous written consent dated August 1, 2005 and was duly approved by the shareholders pursuant to a written consent as of September 1, 2005. The votes cast for the amendment by the shareholders were sufficient for approval.

THIRD: The Amended and Restated Articles of Incorporation of the Corporation, as in effect on the date hereof and as amended through the date hereof, are hereby further amended as follows:

A. Section 1(d)(i) of Article IV is hereby deleted in its entirety and replaced with the following:

"(i) Voluntary and Automatic Conversion. Each holder of outstanding shares of Series E Convertible Preferred Stock shall have the right at any time to convert all of that holders (this conversion right requires the conversion of all shares of Series E Convertible Preferred Stock owned or controlled by the converting party) outstanding shares of Series E Convertible Preferred Stock into that number of shares of fully paid and non-assessable Common Stock such that each 0.475 shares of Series E Convertible Preferred Stock shall represent one millionth percent of the number of Fully Diluted Common Shares of the Corporation outstanding at the time of the conversion (including the shares issuable pursuant to the conversion). For example, 2,375,071 shares of Series E Convertible Preferred Stock would be convertible into 5% of the Fully Diluted Common Shares of the Corporation. "Fully Diluted Common Shares" shall mean the number of shares of Common Stock outstanding at the time of conversion giving effect to the assumed conversion or exercise into Common Stock of any and all then-outstanding options, warrants, preferred stock, convertible debt, or other rights to acquire capital stock of the Corporation, as if those securities or instruments were converted or exercised, as applicable, immediately before conversion of the shares of Series E Convertible Preferred Stock at their then-applicable conversion or exercise prices; provided, however, "Fully Diluted Common Shares" shall exclude: (A) shares issuable upon the exercise of any options or warrants that will and do expire unexercised on the date of conversion of the Series E Convertible Preferred Stock; (B) shares issuable pursuant to the following unvested stock options outstanding as of January 7, 2005 to the extent such options remain unvested on the date of conversion of the Series E shares: (i) options to purchase up to 760,023 shares of Series B Convertible Preferred Stock (after taking into account the share combination effected in the second paragraph of this Article IV); (ii) options to purchase up to 16,754 shares of Series D Convertible Preferred Stock (after taking into account the share combination effected in the second paragraph of this Article IV); and (iii) options to purchase

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up to 703,027 shares of Common Stock (after taking into account the share combination effected in the second paragraph of this Article IV); and (C) shares issuable to Laurus Master Fund, Ltd. and/or its affiliates and assignees (collectively, "Laurus") pursuant to (i) the Amended and Restated Secured Convertible Term Note in the aggregate original principal amount of \$10,000,000, dated August 16, 2005, issued to Laurus; (ii) the Secured Convertible Minimum Borrowing Note, dated as of April 29, 2005, issued to Laurus; (iii) the exercise of any warrants included in the Amended and Restated Common Stock Purchase Warrant, dated August 16, 2005, issued to Laurus and in the Common Stock Purchase Warrant, dated August 16, 2005, also issued to Laurus. "Fully Diluted Common Shares" shall specifically include any shares of Common Stock that will be issued on or before the closing of the Corporation's initial public offering in cancellation of Company indebtedness. Notwithstanding the foregoing, in the event that the aggregate value of the shares of Common Stock otherwise issuable upon a conversion determined in accordance with the preceding sentences is less than \$2.11 for each share of Series E Convertible Preferred Stock being converted, then the number of shares of Common Stock issuable upon conversion will be automatically increased (but not decreased) by that number of shares of Common Stock necessary to cause the total shares of Common Stock to be issued at conversion to have a minimum value equal to \$2.11 for each share of Series E Convertible Preferred Stock being converted. The value of the Common Stock, if automatic conversion is being effected pursuant to a Qualifying IPO (as defined below), shall be based on the IPO Offering Price or, if conversion is being effected other than as a result of a Qualifying IPO, then the value shall be based on appraisal value (as mutually agreed upon by the Board of Directors of the Corporation and at least two-thirds of the outstanding shares of Series E Convertible Preferred Stock). "IPO Offering Price" shall mean the initial public offering price per share for such stock in connection with a Qualifying IPO, as set forth in the final prospectus relating thereto. The holders of outstanding shares of Series D Convertible Preferred Stock shall have the right to convert each outstanding share of Series D Convertible Preferred Stock into 0.474 shares of fully paid and non-assessable Common Stock of the Corporation. The holders of outstanding shares of Series C Convertible Preferred Stock shall have the right to convert each outstanding share of Series C Convertible Preferred Stock into 0.415 shares of fully paid and non-assessable Common Stock of the Corporation. The holders of outstanding shares of Series B Convertible Preferred Stock shall have the right to convert each outstanding share of Series B Convertible Preferred Stock into 0.511 shares of fully paid and non-assessable Common Stock of the Corporation. The holders of outstanding shares of Series A Convertible Preferred Stock shall have the right to convert each one (1) share of Series A Convertible Preferred Stock into one (1) share of fully paid and non-assessable Common Stock of the Corporation. Notice of conversion must be in writing and delivered to the principal office of the Corporation. Such notice of conversion, once issued by the holder, shall be irrevocable. Notice of conversion may be issued at any time after the date on which these Amended and Restated Articles of Incorporation become effective."

B. Section 1(d)(iii) of Article IV is hereby deleted in its entirety and replaced with the following:

"(iii) Mandatory Conversion of Preferred Stock upon Qualifying IPO. All outstanding shares of Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, Series D Convertible Preferred Stock, and Series E Convertible Preferred Stock shall automatically convert into Common Stock, based on the then applicable conversion price and terms set forth herein for each such class of Preferred Stock, immediately prior to the closing of a firm commitment underwritten initial public offering of the Common Stock of the Corporation, pursuant to an effective registration statement under the Securities Act of 1933, covering the offer and sale of Common Stock for the account of the Corporation, in which the public offering price per share exceeds a price per share (appropriately adjusted for stock splits, stock dividends and similar events) that implies

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an aggregate pre-offering enterprise value of the Corporation of not less than \$150,000,000 based on a fully diluted share basis (a "Qualifying IPO"). Upon a mandatory conversion pursuant to this paragraph (iii), the authorization of the Series A, Series B, Series C, Series D, and Series E Convertible Preferred Stock pursuant to Section 1(a) above shall automatically and immediately terminate without any further action on the part of the Corporation, and no shares of such series shall thereafter be issued, provided that such termination shall not restrict the Corporation's Board of Director's authority under clause (i) of the first paragraph of this Article IV to determine the terms of any new class or series of Preferred Stock."

IN WITNESS WHEREOF, the undersigned authorized officer has duly executed these Articles of Amendment on behalf of the Corporation this 1st day of September, 2005.

By: _____


James A. McNulty, Secretary

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